

A. FURTHER INFORMATION ABOUT OUR COMPANY**1. Incorporation**

Our Company was incorporated under the laws of the Cayman Islands as an exempted company with limited liability on January 3, 2012.

Our registered office address is at the offices of Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. Accordingly, our Company's corporate structure and Memorandum and Articles of Association are subject to the relevant laws of the Cayman Islands. A summary of our Memorandum and Articles of Association is set out in Appendix III.

Our principal place of business in Hong Kong is at 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong. We were registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on May 12, 2022 with the Registrar of Companies in Hong Kong. Ms. So Ka Man has been appointed as the authorized representative of our Company for the acceptance of service of process in Hong Kong. The address for service of process is 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong.

As at the date of this listing document, our Company's head office is located at Building E, Xiaomi Science and Technology Park, No. 33 Xierqi Middle Road, Haidian District, Beijing, 100085, the People's Republic of China.

2. Changes in share capital of our Company

Our Company was incorporated with an authorized share capital of US\$300,000 divided into 300,000,000 Shares of a nominal or par value of US\$0.001 each.

The following sets out the changes in the Company's issued share capital during the two years immediately preceding the date of this listing document:

- (a) On September 3, 2021, we issued an aggregate of 247,475,446 Shares to the Camelot Founders and Non-founders shareholders of Camelot pursuant to the Camelot Merger Agreement.
- (b) On November 17, 2021, 13 Shares held by Forebright Precious Steed Limited were surrendered and canceled.
- (c) On November 30, 2021, 10 Shares held by Mr. Zhang Hongjiang were surrendered and canceled.
- (d) On December 13, 2021, we issued 9,643,163 and 2,041,269 Shares to Accedge Limited and Herocoba Limited, respectively, pursuant to a share purchase agreement dated December 7, 2021.
- (e) On January 12, 2022, 9 Shares held by Design Time Limited were surrendered and canceled.

As a result of the foregoing transactions, as at the Latest Practicable Date, a total of 3,805,284,801 Shares have been issued.

Save as disclosed above, there has been no alteration in the share capital of our Company during the two years immediately preceding the date of this listing document.

3. Changes in the share capital of our major subsidiaries and operating entities

A summary of the corporate information and the particulars of our major subsidiaries and operating entities are set out in Note 1 to the Accountants' Report as set out in Appendix IA.

The following sets out the changes in the share capital of our major subsidiaries and operating entities during the two years immediately preceding the date of this listing document:

Beijing Kingsoft Cloud

On September 3, 2020, the registered capital of Beijing Kingsoft Cloud increased from RMB410,000,000 to RMB910,000,000.

Yunxiang Zhisheng

On February 7, 2021, the registered capital of Yunxiang Zhisheng increased from RMB890,000,000 to RMB1,390,000,000.

Camelot Technology

On August 14, 2020, the registered capital of Camelot Technology increased from RMB176,944,000 to RMB182,790,771.

On December 28, 2020, Camelot Technology converted into a joint stock company with a registered capital of RMB250,000,000 being subscribed by all the then existing shareholders of Camelot Technology in proportion to their respective equity interests in Camelot Technology before the conversion.

Save as disclosed above, there has been no alteration in the share capital of our major subsidiaries and operating entities within the two years immediately preceding the date of this listing document.

4. Resolutions of our Shareholders

Resolutions of our Shareholders will be put forth at the EGM, pursuant to which, among others:

- (a) the Memorandum and Articles be approved and adopted conditional upon Listing;
- (b) the name of the Company be changed from Kingsoft Cloud Holdings Limited to Kingsoft Cloud Holdings Limited 金山云控股有限公司 by adoption of the dual Chinese name 金山云控股有限公司;
- (c) a general unconditional mandate be given to our Directors to exercise all the powers of our Company to allot, issue and deal with Shares or securities convertible into Shares and to make or grant offers or agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Shares) which might require Shares to be allotted, issued or dealt with, otherwise than by way of Introduction or pursuant to a right issue or pursuant to the exercise of any subscription rights attaching to any warrants or any option scheme or similar arrangement which may be allotted and issued by our Company from time to time on a specific authority granted by the Shareholders in general meeting or, pursuant to the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles, Shares not to exceed 20% of the number of the Shares in issue immediately following completion of the Listing, such mandate to remain in effect until (i) the conclusion of the next annual general meeting of our Company, or (ii) the expiration of the period within which the next annual general meeting of our Company is required to be held by the Articles or any applicable laws, or (iii) until revoked or varied by an ordinary resolution of Shareholders in general meeting, whichever is the earliest;
- (d) a general unconditional mandate be given to the Directors authorizing them to exercise all the powers of our Company to repurchase its own Shares on the Stock Exchange or on any other approved stock exchange on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, such number of Shares will represent up to 10% of the number of the Shares in issue immediately following the completion of the Listing, such mandate to remain in effect until (i) the conclusion of the next annual general meeting of our Company, or (ii) the expiration of the period within which the next annual general meeting of our Company is required to be held by the Articles or any applicable laws, or (iii) until revoked or varied by an ordinary resolution of Shareholders in general meeting, whichever occurs first; and
- (e) the general mandate mentioned in paragraph (d) above be extended by the addition to the number of the Shares which may be allotted, or agreed conditionally or unconditionally to be allotted and issued by our Directors pursuant to such general mandate of an amount representing the number of Shares repurchased by the Company pursuant to the mandate to purchase shares referred to in paragraph (d) above, provided that such amount shall not exceed 10% of the total number of the Shares in issue immediately following completion of the Listing.

5. Repurchases of our Own Securities

(a) *Provisions of the Listing Rules*

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

(i) *Shareholders' approval*

All proposed repurchases of Shares (which must be fully paid up) by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of the Shareholders in general meeting, either by way of general mandate or by specific approval of a particular transaction.

Pursuant to a resolution of our Company to be put forth at the EGM, a general unconditional mandate (the “**Repurchase Mandate**”) will be given to the Directors authorizing any repurchase by our Company of Shares on the Stock Exchange or on any other stock exchange on which the securities may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, of not more than 10% of the number of Shares in issue immediately following the completion of the Listing until (i) the conclusion of our next annual general meeting, or (ii) the date by which our next annual general meeting is required by the Articles of Association or any applicable laws to be held, or (iii) the passing of an ordinary resolution by the Shareholders revoking or varying the authority given to the Directors, whichever occurs first.

(ii) *Source of funds*

Repurchases must be funded out of funds legally available for the purpose in accordance with our Articles and the applicable laws and regulations of Hong Kong and the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. As a matter of Cayman Islands law, any purchases by the Company may be made out of profits or out of the proceeds of a new issue of shares made for the purpose of the purchase or from sums standing to the credit of our share premium account or out of capital, if so authorized by the Articles of Association and subject to the Cayman Companies Act. Any premium payable on the purchase over the par value of the shares to be purchased must have been provided for out of profits or from sums standing to the credit of our share premium account or out of capital, if so authorized by the Articles of Association and subject to the Cayman Companies Act.

(iii) Trading restrictions

The total number of Shares which our Company may repurchase is up to 10% of the total number of our Shares in issue immediately after the completion of the Listing. Our Company may not issue or announce a proposed issue of Shares for a period of 30 days immediately following a repurchase of Shares without the prior approval of the Stock Exchange. Our Company is also prohibited from repurchasing Shares on the Stock Exchange if the repurchase would result in the number of listed Shares which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. Our Company is required to procure that the broker appointed by our Company to effect a repurchase of Shares discloses to the Stock Exchange such information with respect to the repurchase as the Stock Exchange may require. As required by the prevailing requirements of the Listing Rules, an issuer shall not purchase its shares on the Stock Exchange if the purchase price is higher by 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange.

(iv) Status of repurchased Shares

All repurchased Shares (whether effected on the Stock Exchange or otherwise) will be automatically delisted and the certificates for those Shares must be canceled and destroyed. Under the laws of the Cayman Islands, unless the Directors resolve to hold the shares purchased by our Company as treasury shares prior to the purchase, shares purchased by our Company shall be treated as canceled and the amount of our Company's issued share capital shall be diminished by the nominal value of those shares. However, the purchase of shares will not be taken as reducing the amount of the authorized share capital under Cayman Islands law.

(v) Suspension of repurchase

Pursuant to the Listing Rules, our Company may not make any repurchases of Shares after inside information has come to its knowledge until the information is made publicly available. In particular, under the requirements of the Listing Rules in force as of the date hereof, during the period of one month immediately preceding the earlier of:

- (i) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of our Company's results for any year, half year, quarterly or any other interim period (whether or not required under the Listing Rules); and

- (ii) the deadline for our Company to publish an announcement of our Company's results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and in each case ending on the date of the results announcement, our Company may not repurchase Shares on the Stock Exchange unless the circumstances are exceptional.

In addition, the Stock Exchange may prohibit a repurchase of securities on the Stock Exchange if a listed company has breached the Listing Rules.

(vi) Procedural and reporting requirements

As required by the Listing Rules, repurchases of Shares on the Stock Exchange or otherwise must be reported to the Stock Exchange not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the Stock Exchange business day following any day on which our Company may make a purchase of Shares. The report must state the total number of Shares purchased the previous day, the purchase price per Share or the highest and lowest prices paid for such purchases. In addition, our Company's annual report is required to disclose details regarding repurchases of Shares made during the year, including a monthly analysis of the number of shares repurchased, the purchase price per Share or the highest and lowest price paid for all such purchases, where relevant, and the aggregate prices paid.

(vii) Connected parties

A company is prohibited from knowingly repurchasing securities on the Stock Exchange from a core connected person (as defined in the Listing Rules) and a core connected person shall not knowingly sell its securities to the company on the Stock Exchange.

(b) Reasons for repurchases

The Directors believe that it is in the best interests of our Company and Shareholders for the Directors to have general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where the Directors believe that such repurchases will benefit our Company and our Shareholders.

(c) *Funding of repurchases*

In repurchasing securities, our Company may only apply funds legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws and regulations of Hong Kong and the Cayman Islands.

On the basis of the current financial position as disclosed in this listing document and taking into account the current working capital position, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of our Company as compared with the position disclosed in this listing document. The Directors, however, do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of our Company which in the opinion of the Directors are from time to time appropriate for our Company.

The exercise in full of the Repurchase Mandate, on the basis of 3,805,284,801 Shares in issue immediately following the completion of the Listing, could accordingly result in 380,528,480 Shares being repurchased by our Company during the period prior to the earliest occurrence of (1) the conclusion of the next annual general meeting of our Company; (2) the expiration of the period within which the next annual general meeting of our Company is required by the Articles or any applicable laws of Hong Kong to be held; or (3) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in general meeting (the “**Relevant Period**”).

(d) *General*

None of the Directors or, to the best of their knowledge having made all reasonable inquiries, any of their close associates currently intends to sell any Shares to our Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of Hong Kong and the Cayman Islands. Saved as disclosed in this listing document, our Company has not repurchased any Shares since our incorporation.

If, as a result of any repurchase of Shares, a Shareholder’s proportionate interest in the voting rights of our Company is increased, such increase will be treated as an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”). Accordingly, a shareholder or a group of shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

Any repurchase of Shares which results in the number of Shares held by the public being reduced to less than 25% of our Shares then in issue could only be implemented with the approval of the Stock Exchange to waive the Listing Rules requirements regarding the public shareholding referred to above. It is believed that a waiver of this provision would not normally be given other than in exceptional circumstances.

No core connected person has notified our Company that he or she has a present intention to sell Shares to our Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of Material Contracts

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by members of our Group within the two years preceding the date of this listing document and are or may be material:

- (a) an agreement and plan of merger dated July 31, 2021 entered into by and among our Company, Camelot Employee Scheme INC., Ma Yiming (馬一鳴), Chou Heidi (周鶴), Benefit Overseas Limited and Dreams Power Ltd., pursuant to which, our Company acquired the controlling interests in Camelot Employee Scheme INC. and its subsidiaries by using a combination of (a) cash consideration in the approximate USD equivalent amount of RMB760.9 million and (b) share consideration of USD equivalent amount of RMB4.0 billion;
- (b) an equity purchase agreement (股權轉讓協議) dated March 30, 2021 (the “**Equity Purchase Agreement**”) entered into by and among Shenzhen Xinhua Yunfan Technology Co., Ltd. (深圳市新華雲帆科技有限公司), Wang Xijie (王義傑), Deng Qingliang (鄧慶亮), Wang Xiang (王香), Xie Song (謝嵩), Zhang Longjun (張隆軍), Shenzhen Yunfan Jiasu Technology Partnership (Limited Partnership) (深圳市雲帆加速科技合夥企業(有限合夥)), Shenzhen Houde Financial Holding Co., Ltd. (深圳市厚德金融控股有限公司), Wuhan Kingsoft Cloud Information Technology Co., Ltd. (武漢金山雲信息技術有限公司), Shenzhen Yunfan Jiasu Technology Co., Ltd. (深圳市雲帆加速科技有限公司) and Beijing Changsu Technology Co., Ltd. (北京暢速科技有限公司) pursuant to which Wuhan Kingsoft Cloud Information Technology Co., Ltd. (武漢金山雲信息技術有限公司) acquired the 76.8% issued share capital of Shenzhen Yunfan Jiasu Technology Co., Ltd. (深圳市雲帆加速科技有限公司) from the Shenzhen Xinhua Yunfan Technology Co., Ltd. (深圳市新華雲帆科技有限公司), Wang Xijie (王義傑), Deng Qingliang (鄧慶亮), Wang Xiang (王香), Xie Song (謝嵩), Zhang Longjun (張隆軍), Shenzhen Yunfan Jiasu Technology Partnership (Limited Partnership) (深圳市雲帆加速科技合夥企業(有限合夥)), Shenzhen Houde Financial Holding Co., Ltd. (深圳市厚德金融控股有限公司) at a cash consideration of RMB78,958,020;

- (c) a supplemental agreement to the Equity Purchase Agreement (股權轉讓協議的補充協議) dated March 31, 2021 entered into by and among Wang Xijie (王義傑), Deng Qingliang (鄧慶亮), Wang Xiang (王香), Xie Song (謝嵩) and Wuhan Kingsoft Cloud Information Technology Co., Ltd. (武漢金山雲信息技術有限公司) pursuant to which all parties mutually agreed to adjust the amount of transfer price corresponding to equity interest in the registered capital of Shenzhen Yunfan Jiasu Technology Co., Ltd. (深圳市雲帆加速科技有限公司) of RMB2,900,000 as stipulated in Article 9.6 of the Equity Transfer Agreement to RMB47,441,980;
- (d) a supplemental agreement to the Equity Purchase Agreement (股權轉讓協議的補充協議) dated March 31, 2021 entered into by and among Puyang Degao Enterprise Management Consulting Partnership (Limited Partnership) (濮陽市德高企業管理諮詢合夥企業(有限合夥)), Wang Xijie (王義傑), Deng Qingliang (鄧慶亮), Wang Xiang (王香), Xie Song (謝嵩) and Wuhan Kingsoft Cloud Information Technology Co., Ltd. (武漢金山雲信息技術有限公司) pursuant to which all parties mutually agree on the amendments and supplements to Article 9.4 of the Equity Purchase Agreement;
- (e) an equity purchase agreement (股權轉讓協議) dated December 7, 2021 entered into by and among Linzhou Degao Enterprise Management Consulting Partnership (Limited Partnership) (林州市德高企業管理諮詢合夥企業(有限合夥)), Wang Xijie (王義傑), Deng Qingliang (鄧慶亮), Wang Xiang (王香), Xie Song (謝嵩), Wuhan Kingsoft Cloud Information Technology Co., Ltd. (武漢金山雲信息技術有限公司), Shenzhen Yunfan Jiasu Technology Co., Ltd. (深圳市雲帆加速科技有限公司) and Beijing Changsu Technology Co., Ltd. (北京暢速科技有限公司) pursuant to which Wuhan Kingsoft Cloud Information Technology Co., Ltd. (武漢金山雲信息技術有限公司) acquired the 23.2% issued share capital of Shenzhen Yunfan Jiasu Technology Co., Ltd. (深圳市雲帆加速科技有限公司) from Linzhou Degao Enterprise Management Consulting Partnership (Limited Partnership) (林州市德高企業管理諮詢合夥企業(有限合夥)) at a cash consideration of RMB47,441,980;
- (f) a share purchase agreement dated December 7, 2021 entered into by and among our Company, Accedge Limited, Herocoba Limited, Wang Xijie (王義傑), Deng Qingliang (鄧慶亮), Xie Song (謝嵩), Wang Xiang (王香), Vigode Group Limited, Vigode Holdings Limited, Dongtai Yunrui Technology Co., Ltd. (東台市雲睿科技有限公司), Shenzhen Yunfan Jiasu Technology Co., Ltd. (深圳市雲帆加速科技有限公司), pursuant to which Accedge Limited and Herocoba Limited agreed to sell and our Company agreed to purchase the entire issued share capital of Vigode Group Limited and Vigode Holdings Limited in consideration for the issue of 9,643,163 and 2,041,269 Shares to Accedge Limited and Herocoba Limited, respectively;

- (g) a supplemental agreement (補充協議) dated July 15, 2022 entered into among Beijing Kingsoft Cloud Technology Co., Ltd. (北京金山雲科技有限公司), Zhuhai Kingsoft Cloud Technology Co., Ltd. (珠海金山雲科技有限公司), Qiu Weiqin (求偉芹), Beijing Kingsoft Digital Entertainment Technology Co., Ltd. (北京金山數字娛樂科技有限公司) and Beijing Kingsoft Cloud Network Technology Co., Ltd. (北京金山雲網絡技術有限公司), pursuant to which amendments were made to certain agreements governing the contractual arrangements in relation to Zhuhai Kingsoft Cloud Technology Co., Ltd. (珠海金山雲科技有限公司);
- (h) a supplemental agreement (補充協議) dated July 15, 2022 entered into among Beijing Yunxiang Zhisheng Technology Co., Ltd. (北京雲享智勝科技有限公司), Kingsoft Cloud (Beijing) Information Technology Co., Ltd. (金山雲(北京)信息技術有限公司), Qiu Weiqin (求偉芹) and Wang Yulin (王育林), pursuant to which amendments were made to certain agreements governing the contractual arrangements in relation to Kingsoft Cloud (Beijing) Information Technology Co. Ltd. (金山雲(北京)信息技術有限公司);
- (i) an equity transfer agreement (股權轉讓協議) dated August 24, 2022 entered into among Wang Yulin (王育林), Zou Tao (鄒濤), Kingsoft Cloud (Beijing) Information Technology Co. Ltd. (金山雲(北京)信息技術有限公司) and Beijing Yunxiang Zhisheng Network Technology Co., Ltd. (北京雲享智勝網路技術有限公司), pursuant to which (i) Wang Yulin (王育林) agreed to transfer and Zou Tao (鄒濤) to acquire 20% equity interest in Kingsoft Cloud (Beijing) Information Technology Co. Ltd. (金山雲(北京)信息技術有限公司) at a total consideration of RMB2,000,000; and (ii) Zou Tao (鄒濤) shall undertake the repayment obligation of the loan of RMB2,000,000 to Beijing Yunxiang Zhisheng Network Technology Co., Ltd. (北京雲享智勝網路技術有限公司) on behalf of Wang Yulin (王育林) and offset his obligation to pay the equity transfer consideration of RMB2,000,000 to Wang Yulin (王育林);
- (j) a termination agreement (終止協議) dated August 5, 2022 entered to among Wuhan Kingsoft Cloud Network Technology Co., Ltd. (武漢金山雲網絡科技有限公司), Beijing Yunxiang Zhisheng Technology Co., Ltd. (北京雲享智勝科技有限公司), Wang Yulin (王育林) and Liu Wei (劉偉) in respect of terminating (i) a loan agreement dated December 21, 2020 entered into among Liu Wei (劉偉), Wang Yulin (王育林) and Beijing Yunxiang Zhisheng Network Technology Co., Ltd. (北京雲享智勝網路技術有限公司); (ii) an exclusive consultation and technical service agreement dated December 21, 2020 entered into among Wuhan Kingsoft Cloud Network Technology Co., Ltd. (武漢金山雲網絡科技有限公司) and Beijing Yunxiang Zhisheng Network Technology Co., Ltd. (北京雲享智勝網路技術有限公司); (iii) an exclusive purchase option agreement dated December 21, 2020 entered into among Liu Wei (劉偉), Wang Yulin (王育林), Beijing Yunxiang Zhisheng Network Technology Co., Ltd. (北京雲享智勝網路技術有限公司) and Wuhan Kingsoft Cloud Network Technology Co., Ltd. (武漢金山雲網絡科技有限公司); (iv) a shareholder voting right trust agreement dated December 21, 2020 entered into

- among Liu Wei (劉偉), Wang Yulin (王育林), Beijing Yunxiang Zhisheng Network Technology Co., Ltd. (北京雲享智勝網路技術有限公司) and Wuhan Kingsoft Cloud Network Technology Co., Ltd. (武漢金山雲網絡科技有限公司); and (v) an equity pledge agreement dated December 21, 2020 entered into among Liu Wei (劉偉), Wang Yulin (王育林), Beijing Yunxiang Zhisheng Network Technology Co., Ltd. (北京雲享智勝網路技術有限公司) and Wuhan Kingsoft Cloud Network Technology Co., Ltd. (武漢金山雲網絡科技有限公司);
- (k) a termination agreement (終止協議) dated August 24, 2022 entered to among Kingsoft Cloud (Beijing) Information Technology Co. Ltd. (金山雲(北京)信息技術有限公司), Beijing Yunxiang Zhisheng Network Technology Co., Ltd. (北京雲享智勝網路技術有限公司), Wang Yulin (王育林) and Qiu Weiqin (求偉芹) to terminate certain agreements under the Contractual Arrangements;
- (l) a loan agreement (借款協議) dated August 24, 2022 entered into among Zou Tao (鄒濤), Qiu Weiqin (求偉芹) and Beijing Yunxiang Zhisheng Technology Co., Ltd. (北京雲享智勝科技有限公司), pursuant to which Beijing Yunxiang Zhisheng Technology Co., Ltd. (北京雲享智勝科技有限公司) agreed to provide loans in an aggregate amount of RMB10,000,000 to Zou Tao (鄒濤) and Qiu Weiqin (求偉芹). The way for Zou Tao (鄒濤) and Qiu Weiqin (求偉芹) to repay the loan is to transfer their equity interest in Kingsoft Cloud (Beijing) Information Technology Co. Ltd. (金山雲(北京)信息技術有限公司) to Beijing Yunxiang Zhisheng Technology Co., Ltd. (北京雲享智勝科技有限公司) or a third party designated by it;
- (m) an exclusive consultation and technical service agreement (獨家諮詢和技術服務協議) dated August 24, 2022 and entered into between Kingsoft Cloud (Beijing) Information Technology Co. Ltd. (金山雲(北京)信息技術有限公司) and Beijing Yunxiang Zhisheng Technology Co., Ltd. (北京雲享智勝科技有限公司), pursuant to which Beijing Yunxiang Zhisheng Technology Co., Ltd. (北京雲享智勝科技有限公司) agreed to exclusively provide services including (i) the licensing of software, copyrights and know-how legally owned by Beijing Yunxiang Zhisheng Technology Co., Ltd. (北京雲享智勝科技有限公司); (ii) the provision of comprehensive consultancy services related to business operation, management and technology; (iii) the development, maintenance and updates of hardware and database; (iv) the development of application software and related operational support and updates; (v) the provision of technical training for employees; (vi) the collection and research of technical information; and (vii) the provision of other related services as required by Kingsoft Cloud (Beijing) Information Technology Co. Ltd. (金山雲(北京)信息技術有限公司) from time to time in return for service fees;


- (n) an exclusive purchase option agreement (獨家購買權合同) dated August 24, 2022 and entered into among Zou Tao (鄒濤), Qiu Weiqin (求偉芹), Kingsoft Cloud (Beijing) Information Technology Co. Ltd. (金山雲(北京)信息技術有限公司) and Beijing Yunxiang Zhisheng Technology Co., Ltd. (北京雲享智勝科技有限公司), pursuant to which Zou Tao (鄒濤), Qiu Weiqin (求偉芹), and Kingsoft Cloud (Beijing) Information Technology Co. Ltd. (金山雲(北京)信息技術有限公司) agreed to grant Beijing Yunxiang Zhisheng Technology Co., Ltd. (北京雲享智勝科技有限公司) an irrevocable and exclusive right to purchase or designate any person/entity to purchase all or any part of the equity interests in Kingsoft Cloud (Beijing) Information Technology Co. Ltd. (金山雲(北京)信息技術有限公司) held by Zou Tao (鄒濤) and Qiu Weiqin (求偉芹) and the assets of Kingsoft Cloud (Beijing) Information Technology Co. Ltd. (金山雲(北京)信息技術有限公司);
- (o) an equity pledge agreement (股權質押合同) dated August 24, 2022 and entered into among Zou Tao (鄒濤), Qiu Weiqin (求偉芹), Kingsoft Cloud (Beijing) Information Technology Co. Ltd. (金山雲(北京)信息技術有限公司) and Beijing Yunxiang Zhisheng Technology Co., Ltd. (北京雲享智勝科技有限公司), pursuant to which Zou Tao (鄒濤) and Qiu Weiqin (求偉芹) agreed to pledge all of their equity interests in Kingsoft Cloud (Beijing) Information Technology Co. Ltd. (金山雲(北京)信息技術有限公司) to Beijing Yunxiang Zhisheng Technology Co., Ltd. (北京雲享智勝科技有限公司) as collateral security for securing the performance of their obligations under the Contractual Arrangements and for any of the secured indebtedness under the Contractual Arrangements;
- (p) a shareholder voting rights trust agreement (股東表決權委託協議) dated August 24, 2022 and entered into among Zou Tao (鄒濤), Qiu Weiqin (求偉芹), Kingsoft Cloud (Beijing) Information Technology Co. Ltd. (金山雲(北京)信息技術有限公司) and Beijing Yunxiang Zhisheng Technology Co., Ltd. (北京雲享智勝科技有限公司), pursuant to which Zou Tao (鄒濤) and Qiu Weiqin (求偉芹) agreed to, among other things, irrevocably authorize Beijing Yunxiang Zhisheng Technology Co., Ltd. (北京雲享智勝科技有限公司) or its designated person(s) to exercise all their voting rights as the shareholders of Kingsoft Cloud (Beijing) Information Technology Co. Ltd. (金山雲(北京)信息技術有限公司); and
- (q) the sponsors agreement dated December 23, 2022 entered into among the Company, China International Capital Corporation Hong Kong Securities Limited, J.P. Morgan Securities (Far East) Limited, J.P. Morgan Securities (Asia Pacific) Limited and UBS Securities Hong Kong Limited relating to the engagement of the Joint Sponsors by the Company in connection with the Listing and the Introduction.

2. Intellectual Property Rights

Save as disclosed below, as of the Latest Practicable Date, there were no other trademarks, service marks, patents, intellectual property rights, or industrial property rights which are or may be material in relation to our business.

(a) Trademarks

As at the Latest Practicable Date, we had registered the following trademarks that we consider to be material to our business:

No.	Trademark	Places of Registration
1.	Kingsoft cloud	Hong Kong
2.	金山云	Hong Kong
3.		PRC, Hong Kong
4.	Ksyun	Hong Kong
5.	Kscloud	Hong Kong
6.	KINGCLOUD	PRC, Hong Kong

(b) Patents

As of the Latest Practicable Date, our Group had registered the following patents which we consider to be material to our Group's business:

No.	Number of Patent	Name of Patent	Application Date	Expiry Date
1.	CN201910931745.2	Data processing method, device and cloud server for file system (文件系統的數據處理方法、裝置和雲服務器)	September 27, 2019	September 27, 2039
2.	CN201811534730.4	A service detection method and device (一種服務探活方法及裝置)	December 14, 2018	December 14, 2038
3.	CN201910473217.7	Host creation and data backup method, device, electronic device and storage medium (主機創建和數據備份方法、裝置、電子設備及存儲介質)	May 31, 2019	May 31, 2039

No.	Number of Patent	Name of Patent	Application Date	Expiry Date
4.	CN201911102928.X	CDN back-to-source verification method and verification server, CDN cluster (CDN回源的校驗方法和校驗服務器、CDN集群)	November 12, 2019	November 12, 2039
5.	CN201811653800.8	Management system, method and electronic device for container in tenant cluster VPC (對租戶集群VPC內部容器的管理系統、方法及電子設備)	December 29, 2018	December 29, 2038
6.	CN201910471456.9	Leasing method, device, cloud platform and readable storage medium of physical host (物理主機的租賃方法、裝置、雲平台及可讀存儲介質)	May 31, 2019	May 31, 2039
7.	CN201811165919.0	Container resource management method, device and cloud platform (容器資源的管理方法、裝置和雲平台)	September 30, 2018	September 30, 2038
8.	CN201710417173.7	Primary and secondary service system and primary node failure recovery method (主備服務系統及主節點故障恢復方法)	June 6, 2017	June 6, 2037
9.	CN202010533235.2	Network routing method, device and management server for virtual machine (虛擬機的網絡路由方法、裝置和管理服務器)	June 11, 2020	June 11, 2040
10.	CN201910580117.4	Permission management method and device for cloud computing resources (一種雲計算資源的權限管理方法及裝置)	June 28, 2019	June 28, 2039
11.	CN202010105676.2	Live streaming transmission method, device, CDN server and computer readable medium (直播流傳輸方法、裝置、CDN服務器及計算機可讀介質)	February 20, 2020	February 20, 2040
12.	CN202010736994.9	A service authentication method, apparatus, device, system and storage medium (一種服務鑒權方法、裝置、設備、系統及存儲介質)	July 28, 2020	July 28, 2040

No.	Number of Patent	Name of Patent	Application Date	Expiry Date
13.	CN201811162297.6	A kind of image file downloading method, device, electronic device and storage medium (一種鏡像文件下載方法、裝置、電子設備及存儲介質)	September 30, 2018	September 30, 2038
14.	CN202011526583.3	Memory processing method and device, electronic device and storage medium (內存的處理方法和裝置、電子設備和存儲介質)	December 22, 2020	December 22, 2040
15.	CN202110028189.5	Method, device and electronic device for deadlock detection of database transaction (數據庫事務的死鎖檢測方法、裝置及電子設備)	January 11, 2021	January 11, 2041
16.	CN202110514551.X	Control method, device and system for Internet of Things equipment (物聯網設備的控制方法、裝置、系統)	May 12, 2021	May 12, 2041
17.	CN201810077039.1	Bandwidth adjustment method, device, electronic device, and computer-readable storage medium (帶寬調整方法、裝置、電子設備及計算機可讀存儲介質)	January 26, 2018	January 26, 2038
18.	CN202011194931.1	A method and related device for data balancing in a distributed storage system (一種分佈式存儲系統數據均衡的方法和相關裝置)	October 30, 2020	October 30, 2040
19.	CN201910923302.9	A software code processing method, device, electronic device and storage medium (一種軟件代碼處理方法、裝置、電子設備及存儲介質)	September 27, 2019	September 27, 2039
20.	CN201710228017.6	A method, device and system for network stability testing of VPC cluster (一種VPC集群的網絡穩定性測試方法、裝置及系統)	April 10, 2017	April 10, 2037
21.	CN202110398287.8	Data mapping method, medical text data mapping method, device and electronic equipment (數據映射方法、醫學文本數據映射方法、裝置及電子設備)	April 14, 2021	April 14, 2041
22.	CN201710258074.9	A method and device for verifying the correctness of data (一種數據正確性校驗方法及裝置)	April 19, 2017	April 19, 2037

No.	Number of Patent	Name of Patent	Application Date	Expiry Date
23.	CN201811463985.6	Virtual private cloud communication system, system configuration method and controller (虛擬私有雲通信系統、系統配置方法及控制器)	November 30, 2018	November 30, 2038
24.	CN201811221616.6	A motion estimation method, apparatus and electronic device based on video coding (一種基於視頻編碼的運動估計方法、裝置及電子設備)	October 19, 2018	October 19, 2038
25.	CN201710441708.4	Data storage method, device, electronic device and computer-readable storage medium (數據存儲方法、裝置、電子設備及計算機可讀存儲介質)	June 13, 2017	June 13, 2037
26.	CN201410783840.X	A fast implementation method of transform and inverse transform in H.265 video coding (H.265視頻編碼中變換與反變換的快速實施方法)	December 16, 2014	December 16, 2034
27.	CN201210543951.4	A data synchronization method, client, server, terminal and system (一種數據同步方法、客戶端、服務器、終端和系統)	December 14, 2012	December 14, 2032
28.	CN201610584045.7	Method and device for upgrading virtual machine monitor (一種虛擬機監視器升級方法及裝置)	July 22, 2016	July 22, 2036
29.	CN201511026242.9	Physical resource allocation method, device and system (物理資源分配方法、裝置及系統)	December 31, 2015	December 31, 2035
30.	CN201510552927.0	A kind of virtual machine disk data transfer method and device (一種虛擬機磁盤數據遷移方法及裝置)	September 1, 2015	September 1, 2035
31.	CN201710452576.5	Live data transmission method, device, electronic device, server and storage medium (直播數據傳輸方法、裝置、電子設備、服務器及存儲介質)	June 15, 2017	June 15, 2037
32.	CN201310294315.7	File synchronization method, device, client, server and device (文件同步的方法、裝置、客戶端、服務器端及設備)	July 12, 2013	July 12, 2033
33.	CN201510553036.7	Data information backup method, data backup method and device (數據信息備份方法、數據備份方法及裝置)	September 1, 2015	September 1, 2035

No.	Number of Patent	Name of Patent	Application Date	Expiry Date
34.	CN201710256717.6	A method and device for creating a cloud host (一種雲主機創建方法及裝置)	April 19, 2017	April 19, 2037
35.	CN201611029823.2	Host resource allocation method and device, host scheduling method and device (宿主機資源分配方法、裝置、宿主機調度方法及裝置)	November 15, 2016	November 15, 2036
36.	CN201610720068.6	Function variable name resolution method, device and system (域名解析方法、裝置及系統)	August 24, 2016	August 24, 2036
37.	CN201610452846.8	An attack detection method and device (一種攻擊檢測方法及裝置)	June 21, 2016	June 21, 2036
38.	CN201810062914.9	A data transfer method, device, electronic device and readable storage medium (一種數據遷移方法、裝置、電子設備及可讀存儲介質)	January 23, 2018	January 23, 2038
39.	CN201310294131.0	Data processing method, client, server and equipment (數據處理方法、客戶端、服務器端及設備)	July 12, 2013	July 12, 2033
40.	CN201310093782.3	Directory jumping method and device (目錄跳轉方法及裝置)	March 22, 2013	March 22, 2033
41.	CN201210491796.6	File synchronization method, server, client and terminal device (文件同步方法、服務器、客戶端及終端設備)	November 27, 2012	November 27, 2032
42.	CN201410521974.4	Distributed file system reading method, client device and distributed file system (分佈式文件系統的讀方法、客戶端設備及分佈式文件系統)	September 30, 2014	September 30, 2034
43.	CN201410522064.8	A database migration method and device (一種數據庫遷移方法及裝置)	September 30, 2014	September 30, 2034
44.	CN201410523108.9	A database backup and recovery method, device and system (一種數據庫備份、恢復方法、裝置及系統)	September 30, 2014	September 30, 2034
45.	CN201610822438.7	A kind of video perception coding method and device (一種視頻感知編碼方法及裝置)	September 13, 2016	September 13, 2036
46.	CN201610320213.1	A method and device for scheduling cloud computing cluster resources (一種雲計算集群資源的調度方法及裝置)	May 13, 2016	May 13, 2036

No.	Number of Patent	Name of Patent	Application Date	Expiry Date
47.	CN201610454968.0	Systems, methods, control servers and proxy servers for accessing private clusters (訪問私有集群的系統、方法、控制服務器和代理服務器)	June 22, 2016	June 22, 2036
48.	CN201780006030.5	Encoding and decoding method, apparatus, encoder, decoder, decoder and storage medium (編碼和解碼方法、裝置、編碼器、解碼器、解碼器及存儲介質)	October 17, 2017	October 17, 2037
49.	CN201610832334.4	A data backup and recovery method and device (一種數據備份、恢復方法及裝置)	September 19, 2016	September 19, 2036
50.	CN202010546266.1	A data recovery method and distributed data recovery system (一種數據恢復方法及分佈式數據恢復系統)	June 16, 2020	June 16, 2040

(c) Copyrights

As at the Latest Practicable Date, we had registered the following copyrights which we consider to be material in relation to our Group's business:

No.	Copyright Name	Registration Number	Place of Registration
1.	Kingsoft KS3 Standard Storage Service System V1.0 (金山KS3標準存儲服務系統V1.0)	2015SR239798	PRC
2.	Kingsoft Cloud Kback Data Backup System V1.0 (金山雲Kback數據備份系統V1.0)	2015SR240013	PRC
3.	Kingsoft Video Cloud Service System Software V2.0 (金山視頻雲服務系統軟件V2.0)	2017SR178080	PRC
4.	Kingsoft Cloud Physical Host Software V1.0 (金山雲物理主機軟件V1.0)	2017SR360088	PRC
5.	Kingsoft Cloud IaaS Platform Core System V1.0 (金山雲IaaS平台核心系統V1.0)	2018SR063408	PRC

No.	Copyright Name	Registration Number	Place of Registration
6.	Kingsoft Cloud PaaS Platform Core System V1.0 (金山雲PaaS平台核心系統V1.0)	2018SR079052	PRC
7.	Kingsoft Cloud Server Security Guard System V1.0 (金山雲服務器安全衛士系統V1.0)	2018SR169731	PRC
8.	Kingsoft Cloud Web Application Firewall Software V1.0 (金山雲Web應用防火牆軟件V1.0)	2018SR169675	PRC
9.	Kingsoft Cloud High-Definition IP Software V2.0 (金山雲高防IP軟件V2.0)	2018SR168958	PRC
10.	Kingsoft Cloud Private Cloud Application Software V3.0 (金山雲私有雲應用軟件V3.0)	2018SR437063	PRC
11.	Kingsoft Cloud Big Data Integration System V1.0 (金山雲大數據集成系統V1.0)	2018SR532401	PRC
12.	Kingsoft Cloud Deep Learning Platform Software V1.0 (金山雲深度學習平台軟件V1.0)	2018SR873162	PRC
13.	Kingsoft Cloud Enterprise Block Storage Software V1.0 (金山雲企業級塊存儲軟件V1.0)	2018SR926557	PRC
14.	Kingsoft Cloud Container Engine Software V1.0 (金山雲容器引擎軟件V1.0)	2018SR1031373	PRC
15.	Kingsoft Cloud Distributed Database Software V1.0 (金山雲分佈式數據庫軟件V1.0)	2019SR0659998	PRC
16.	Kingsoft Cloud Big Data Cloud Platform Software V2.0 (金山雲大數據雲平台軟件V2.0)	2019SR0989540	PRC
17.	Kingsoft Cloud Microservice Platform Core System V1.0 (金山雲微服務平台核心系統V1.0)	2019SR1025405	PRC
18.	Kingsoft Cloud H.265 Codec Software V1.0 (金山雲H.265編解碼器軟件V1.0)	2019SR1077526	PRC
19.	Kingsoft Yunjizhi HD Software V1.0 (金山雲集智高清軟件V1.0)	2019SR1077265	PRC

No.	Copyright Name	Registration Number	Place of Registration
20.	Kingsoft Cloud Elastic Scaling Software V1.0 (金山雲彈性伸縮軟件V1.0)	2019SR1113531	PRC
21.	Kingsoft Cloud Private Cloud Container Cloud Application Software V3.0 (金山雲私有雲容器雲應用軟件V3.0)	2019SR1113580	PRC
22.	Kingsoft Cloud Smart Hospital Integrated Business Service Platform Software V1.0 (金山雲智慧醫院綜合業務服務平台軟件V1.0)	2019SR1204031	PRC
23.	Kingsoft Cloud Peering Connection Software V2.0 (金山雲對等連接軟件V2.0)	2019SR1264254	PRC
24.	Kingsoft Cloud Load Balancing Software V1.0 (金山雲負載均衡軟件V1.0)	2019SR1289833	PRC
25.	Kingsoft Cloud Virtual Private Network Software V1.0 (金山雲虛擬私有網絡軟件V1.0)	2019SR1349714	PRC
26.	Kingsoft Cloud Cloud Physical Machine Software V1.0 (金山雲雲物理機軟件V1.0)	2019SR1290323	PRC
27.	KAMP Kingsoft Cloud Multi-Cloud Application Management Software V1.0 (KAMP金山雲多雲應用管理軟件V1.0)	2020SR0251223	PRC
28.	Kingsoft Cloud Private Cloud Cloud Native Application Software V1.0 (金山雲私有雲雲原生應用軟件V1.0)	2020SR0280789	PRC
29.	Kingsoft Cloud DragonBase Distributed Database Software V2.0 (金山雲DragonBase分佈式數據庫軟件V2.0)	2020SR0340626	PRC
30.	Kingsoft Cloud Edge Cloud Application Software V1.0 (金山雲邊緣雲應用軟件V1.0)	2020SR0354833	PRC

No.	Copyright Name	Registration Number	Place of Registration
31.	Industrial Internet Service Platform Software V1.0 (工業互聯網服務平台軟件V1.0)	2020SR0531254	PRC
32.	Elastic Block Storage Software V1.0 (彈性塊存儲軟件V1.0)	2020SR1018077	PRC
33.	Kingsoft Cloud City Smart Cloud ETL Software V1.0 (金山雲城市智能雲ETL軟件V1.0)	2020SR1500182	PRC
34.	Kingsoft Cloud IoT Platform Software V1.0.0 (金山雲物聯網平台軟件V1.0.0)	2020SR1503441	PRC
35.	Kingsoft Cloud Game Platform Software V1.0 (金山雲雲遊戲平台軟件V1.0)	2020SR0833362	PRC
36.	Kingsoft Cloud Health and Medical Big Data Integrated Software V1.0 (金山雲健康醫療大數據集成軟件V1.0)	2020SR1586369	PRC
37.	Kingsoft Cloud AI-house Smart Habitat Platform System v1.0.0 (金山雲AI-house智慧人居平台系統v1.0.0)	2020SR1917360	PRC
38.	Kingsoft Cloud Hyper-converged System V6 (金山雲超融合系統V6)	2021SR0354032	PRC
39.	Kingsoft Cloud Distributed Object Storage Software V3.0 (金山雲分佈式對象存儲軟件V3.0)	2021SR0354316	PRC
40.	Kingsoft Cloud Distributed Block Storage System V1.0 (金山雲分佈式塊存儲系統V1.0)	2021SR0369646	PRC
41.	Kingsoft Cloud Galaxy Platform Software V3 (金山雲銀河平台軟件V3)	2021SR0420075	PRC
42.	Kingsoft Cloud Distributed File Storage System V1.0 (金山雲分佈式文件存儲系統V1.0)	2021SR0422522	PRC
43.	Kingsoft Cloud Market System Software V2.0 (金山雲雲市場系統軟件V2.0)	2021SR0469994	PRC

No.	Copyright Name	Registration Number	Place of Registration
44.	Kingsoft Cloud API Gateway Service Platform Software V3.0 (金山雲API網關服務平台軟件V3.0)	2021SR0469938	PRC
45.	Kingsoft Cloud Database KingSQL System V1.0 (金山雲雲數據庫KingSQL系統V1.0)	2021SR0538853	PRC
46.	Kingsoft Cloud Medical Big Data Statistics Software V1.0 (金山雲醫療大數據統計軟件V1.0)	2021SR0723708	PRC
47.	Kingsoft Cloud Smart Community Integrated Business Platform System V1.00 (金山雲智慧社區綜合業務平台系統V1.00)	2021SR1066706	PRC
48.	Kingsoft Cloud Medical Imaging Cloud Platform System V1.0 (金山雲醫學影像雲平台系統V1.0)	2021SR1167039	PRC
49.	Kingsoft Cloud Knowledge Graph Engine Software V1.0 (金山雲知識圖譜引擎軟件V1.0)	2021SR2182282	PRC
50.	Kingsoft Cloud Distributed Object Storage Software V5.0 (金山雲分佈式對象存儲軟件V5.0)	2022SR0085944	PRC

(d) *Domain Name*

As at the Latest Practicable Date, we owned the following domain names which we consider to be or may be material to our business:

No.	Domain Name	Registered Owner	Registration Date	Expiry Date
1.	kingcloud.cn	Kingsoft Cloud Network	September 9, 2012	September 9, 2023
2.	kingcloudad.com	Kingsoft Cloud Network	October 21, 2016	October 21, 2023
3.	kingcloudcdn.com	Kingsoft Cloud Network	March 23, 2016	March 23, 2024
4.	kingclouddns.cn	Kingsoft Cloud Network	March 23, 2016	March 23, 2024

No.	Domain Name	Registered Owner	Registration Date	Expiry Date
5.	kingrebo.com	Beijing Jinxun Ruibo	March 15, 2016	March 15, 2024
6.	kingsoft-cloud.com	Kingsoft Cloud Network	May 25, 2018	May 25, 2023
7.	kingsoftcloud-inc.com	Kingsoft Cloud Network	February 18, 2020	February 18, 2023
8.	kingsoftclouds.com	Kingsoft Cloud Network	May 25, 2018	May 25, 2023
9.	ks-cdnv6.com	Kingsoft Cloud Network	August 8, 2018	August 8, 2023
10.	ks-live.com	Wuhan Kingsoft Cloud	June 6, 2016	June 6, 2023
11.	ksyun.com	Kingsoft Cloud Network	March 28, 2011	March 28, 2023
12.	ksyunad.com	Kingsoft Cloud Network	October 21, 2016	October 21, 2023
13.	ksyuncdnv6.com	Kingsoft Cloud Network	August 8, 2018	August 8, 2023
14.	ksyuncs.com	Kingsoft Cloud Network	November 26, 2019	November 26, 2023
15.	ksyundns.com	Kingsoft Cloud Network	November 20, 2014	November 20, 2023
16.	ksyungslb.com	Kingsoft Cloud Network	July 5, 2017	July 5, 2023
17.	ksyungslb2.com	Kingsoft Cloud Network	October 17, 2019	October 17, 2023
18.	ksyunwaf.com	Kingsoft Cloud Network	June 22, 2016	June 22, 2023
19.	oversea-ks-cdn.com	Kingsoft Cloud Network	June 9, 2020	June 9, 2023
20.	qianyivideo.com	Nanjing Qianyi	April 14, 2020	April 14, 2023

C. FURTHER INFORMATION ABOUT OUR DIRECTORS, SENIOR MANAGEMENT AND SUBSTANTIAL SHAREHOLDERS

1. Particulars of Directors' service agreements

(a) Executive Directors

Our executive Directors have entered into a director agreement with our Company. The term of appointment shall be for an initial term of three years or until the third annual general meeting of our Company after the Listing Date (whichever is earlier). Either party may terminate the agreement by giving not less than 30 days' written notice. Our executive Directors do not receive any director's fees under the current arrangement.

(b) Non-executive Directors and independent non-executive Directors

Each of the non-executive Director has entered into a director agreement with our Company. The term of appointment shall be for an initial term of three years or until the third annual general meeting of our Company after the Listing Date (whichever is earlier). Either party may terminate the agreement by giving not less than 30 days' written notice. The non-executive Directors do not receive any director's fees under the current arrangement.

Each of the independent non-executive Directors has entered into a director agreement with our Company. The term of appointment shall be three years from the Listing Date or until the third annual general meeting of our Company after the Listing Date (whichever is earlier) (subject always to re-election and rotation as and when required under the Articles of Association). Either party may terminate the appointment by giving not less than 30 days' written notice. Each of our independent non-executive Directors shall receive an annual director's fee of US\$50,000 per annum under the current arrangement.

2. Remuneration of Directors

- (a) Remuneration (including salaries, housing fund, allowances and benefits in kind, contributions to the retirement benefit scheme, equity-settled share-based payment, discretionary bonus, as applicable) of approximately RMB5.5 million, RMB115.8 million, RMB29.1 million and RMB6.8 million in aggregate were incurred by our Group to our Directors in respect of the years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022, respectively.
- (b) Under the arrangements currently in force, our Directors will be entitled to receive remuneration (including salaries, housing fund, allowances and benefits in kind, and contributions to the retirement benefit scheme, as applicable) which, for the year ending December 31, 2022, is expected to be approximately RMB29.1 million in aggregate (excluding discretionary bonus).
- (c) None of our Directors has or is proposed to have a service contract with the Company other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation).

3. Disclosure of interests

(a) Interests and short positions of our Directors in the share capital of our Company and its associated corporations following completion of the Introduction

Immediately following completion of the Introduction (assuming no further Shares are issued under the Equity Incentive Plans), the interests and/or short positions (as applicable) of our Directors and chief executives in the Shares, underlying Shares and debentures of our Company and its associated corporations, within the meaning of Part XV of the SFO, which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions (as applicable) which he/she is taken or deemed to have under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein, or which will be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, will be as follows:

Interest in Shares and Underlying Shares of our Company

Name of director	Position	Nature of interest	Number of issued Shares	Number of outstanding options/RSUs granted	Approximate percentage of shareholding of our Company immediately after the Introduction ⁽¹⁾ (%)
Mr. Lei Jun	Chairman and non-executive Director	Interest in controlled corporation	449,701,000 ⁽²⁾	–	11.82
Mr. He Haijian	Executive Director and chief financial officer	Beneficial interest	1,227,000	7,135,482 ⁽³⁾	0.22

Notes:

- (1) The table above assumes (i) the Introduction becomes unconditional and (ii) no further Shares are issued under the Equity Incentive Plans.
- (2) Mr. Lei has the majority voting power in Xiaomi and is deemed to beneficially own our shares held by Xiaomi under the SFO.
- (3) Represents the beneficial interest in (i) 7,120,000 Shares underlying the outstanding RSUs granted to him under the 2013 Share Award Scheme; and (ii) 15,482 Shares underlying the outstanding share options under the 2013 Share Option Scheme.

(b) *Interests and short positions discloseable under Divisions 2 and 3 of Part XV of the SFO*

For information on the persons who will, immediately following the completion of the Introduction (assuming no further Shares are issued under the Equity Incentive Plans), have or be deemed or taken to have beneficial interests or short positions in our Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of 2 and 3 of Part XV of the SFO, or directly or indirectly be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company, please see the section headed “Substantial Shareholders.”

So far as the Directors are aware, immediately following completion of the Introduction (assuming no further Shares are issued under the Equity Incentive Plans), apart from our Company, the following persons (not being a Director or a chief executive) will have an interest or short position in the Shares or underlying Shares which would fall to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who will, directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of our Group:

Name	Member of our Group	Amount of Registered Capital (RMB)	Approximate percentage of interest in the member of our Group (%)
Beijing Kingsoft Digital Entertainment Technology Co., Ltd.	Kingsoft Cloud Information	8,820,000	79.60
Qiu Weiqin	Zhuhai Kingsoft Cloud Kingsoft Cloud Information	2,260,000 8,000,000	20.40 80
Shanghai Jiawo	Camelot Technology	7,996,500	7.05

Save as set out above, as of the Latest Practicable Date, our Directors were not aware of any persons who would, immediately following the completion of the Introduction (assuming no further Shares are issued under the Equity Incentive Plans), be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group or had option in respect of such capital.

4. Disclaimers

Save as disclosed in this listing document:

- (a) there are no existing or proposed service contracts (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)) between the Directors and any member of the Group;
- (b) none of the Directors or the experts named in the paragraph headed “E. Other Information – 4. Consents of Experts” in this section below has any direct or indirect interest in the promotion of, or in any assets which have been, within the two years immediately preceding the date of this listing document, acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group;
- (c) no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any Shares in or debentures of the Company within the two years ended on the date of this listing document;
- (d) none of the Directors is materially interested in any contract or arrangement subsisting at the date of this listing document which is significant in relation to the business of the Group taken as a whole;
- (e) taking no account of any Shares which may be taken up under the Introduction and allotted and issued pursuant to the Equity Incentive Plans, so far as is known to any Director or chief executive of the Company, no other person (other than a Director or chief executive of the Company) will, immediately following completion of the Introduction, have interests or short positions in the Shares and underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or (not being a member of the Group), be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group; and
- (f) none of the Directors or chief executive of the Company has any interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered into the register referred to therein, or will be required, pursuant to the Model Code for Securities Transaction by Directors of Listed Issuers, to be notified to the Company and the Stock Exchange once the Shares are listed thereon.

D. EQUITY INCENTIVE PLANS**1. 2013 Share Option Scheme**

We adopted the 2013 Share Option Scheme on February 27, 2013, as amended on June 27, 2013, May 20, 2015 and December 26, 2016. The Board has determined not to grant any further share options under the 2013 Share Option Scheme upon the Latest Practicable Date.

We have applied to the Stock Exchange and the SFC, respectively for, a waiver from strict compliance with the disclosure requirements under Rule 17.02(1)(b) of the Listing Rules and paragraph 27 of Appendix IA to the Listing Rules in relation to the 2013 Share Option Scheme. Please see the paragraph headed “Waivers – Waiver in relation to the 2013 Share Option Scheme” for more information.

(a) Purpose

The purpose of the 2013 Share Option Scheme is to provide incentives or rewards to participants thereunder for their contribution to the Group and/or to enable the Group to recruit and retain high-caliber employees and attract human resources that are valuable to the Group and any invested entity.

(b) Eligible Participants

Employees, whether full time or part time, of our Company, its subsidiaries or any invested entity, being an entity in which the Group directly or indirectly holds 20% or more equity interest, are eligible to participate in the 2013 Share Option Scheme.

(c) Maximum Number of Shares Available under the 2013 Share Option Scheme

The total number of Shares which may be issued upon exercise of all share options to be granted under the 2013 Share Option Scheme shall not in aggregate exceed 209,750,000 Shares. As of the Latest Practicable Date, the Company has granted options pursuant to the 2013 Share Option Scheme representing a total of 200,418,659 Shares (including those that have been exercised). The Company will not issue any further share options pursuant to the 2013 Share Option Scheme between the Latest Practicable Date (for the purpose of the final listing document) and the Listing. The Board has determined not to grant any further share options under the 2013 Share Option Scheme upon the Latest Practicable Date.

(d) Administration and Duration

The 2013 Share Option Scheme shall be administrated by the Board and Kingsoft Corporation whose decision shall be final and binding on all parties. Unless terminated earlier in accordance with its terms, the 2013 Share Option Scheme shall be valid and effective for a term of ten years.

(e) Grant of Options

On and subject to the terms of the 2013 Share Option Scheme, the Board shall be entitled at any time and from time to time within the life of the scheme (which shall commence on February 27, 2013 and end on the tenth anniversary of February 27, 2013) to offer to grant to any participant as the Board may in its absolute discretion select, and subject to such conditions as the Board may think fit, share options to subscribe for such number of Shares as the Board may determine at the subscription price.

(f) Subscription Price

The subscription price in respect of any particular share option shall be such price as determined by the Board in its absolute discretion at the time of making of the offer (which shall be stated in the offer letter) but in any case the subscription price of the share options granted after our Company or Kingsoft Group has resolved to seek a separate initial public offering and up to the date of our Company's initial public offering must not be lower than the new issue price in the initial public offering. In particular, any share options granted during the period commencing six months before the lodgment of Form A1 (or its equivalent) up to the date of our Company's initial public offering are subject to this requirement. The subscription price of the share options granted during such period shall be subject to adjustment to a price not lower than the new issue price in our initial public offering.

(g) Vesting Schedule

The Board shall determine the schedule for the vesting of Shares comprised in the share option on the offer date.

(h) Exercise of Options

Subject to the terms of the 2013 Share Option Scheme, a share option may be exercised in whole or in part in accordance with the terms and conditions upon which such share option is granted. Share options complying with the provisions of the Listing Rules which are granted during the duration of the scheme and remain unexercised immediately prior to the end of the ten-year period shall continue to be exercisable in accordance with their terms of grant within the validity period for which such share options are granted, notwithstanding the expiry of the scheme.

(i) Lapse of Options

A share option issued under the 2013 Share Option Scheme shall lapse automatically under certain circumstances, including, but not limited to, the expiry of the validity period of the options, ceasing to be a participant and commencement of the winding-up of our Company.

(j) Transfer Restrictions

A share option shall be personal to the grantee and not be assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favor of any third party over or in relation to any share option.

(k) Termination

We may by resolution in general meeting at any time terminate the operation of the 2013 Share Option Scheme. Share Options (to the extent not already exercised) granted prior to such termination shall continue to be valid and exercisable in accordance with the 2013 Share Option Scheme.

For the detailed information regarding outstanding share options granted under the 2013 Share Option Scheme, please see the paragraph headed “– Outstanding share options, share awards and RSUs granted under the Equity Incentive Plans” below.

2. 2013 Share Award Scheme

We adopted the 2013 Share Award Scheme on February 22, 2013, as amended on January 9, 2015, March 3, 2016, June 8, 2016, December 7, 2018 and November 6, 2019. The Board has determined not to grant any further share awards under the 2013 Share Award Scheme upon the Latest Practicable Date.

(a) Purpose

The purpose of the 2013 Share Award Scheme is to provide incentives or rewards to selected employees for their contribution to the Group and/or to enable the Group to recruit and retain high-caliber employees and attract human resources that are valuable to the Group and any invested entity.

(b) Eligible Participants

Employees, whether full time or part time, of our Company, subsidiaries or any entity in which the Company and its subsidiaries hold any equity interest are eligible to participate in the 2013 Share Award Scheme.

(c) Administration and Duration

The 2013 Share Award Scheme shall be administrated by the Board. Unless terminated earlier in accordance with its terms, the 2013 Share Award Scheme shall be valid and effective for a term of ten years.

(d) Type of Awards

The 2013 Share Award Scheme provides for the award of our Shares by the Board subject to certain terms and conditions as it may think fit to selected employees.

(e) Maximum Number of Shares Available under the 2013 Share Award Scheme

Under the 2013 Share Award Scheme, the maximum aggregate number of Shares which may be issued upon vesting of all share awards to be granted thereunder is 215,376,304 Shares. As of the Latest Practicable Date, the Company has granted awards pursuant to the 2013 Share Award Scheme representing a total of 159,366,456 Shares. The Company will not grant any further share awards pursuant to the 2013 Share Award Scheme between the Latest Practicable Date (for the purpose of the final listing document) until the Listing. The Board has determined not to grant any further share awards under the 2013 Share Award Scheme upon the Latest Practicable Date.

(f) Grant of Awards

The Board may, from time to time, in its absolute discretion and subject to such terms and conditions as it may think fit, select an eligible participants for participation in this scheme as a selected employee and determine the number of awarded Shares. The Board may impose any conditions, restrictions or limitations or waive any such conditions, restrictions or limitations from time to time in relation to the award as it may at its absolute discretion think fit.

Our Company shall inform the selected employees by written notice in such form as our Company may from time to time determine requiring the selected employees to undertake to hold the award on the terms on which it is to be granted and to be bound by the rules of the 2013 Share Award Scheme.

(g) Lapse of the Awards

An award will automatically lapse if (i) a selected employee ceases to be an eligible employee, (ii) a selected employee is found to be an excluded employee under the scheme, or (iii) a selected employee has breached the 2013 Share Award Scheme or any exhibit hereof in any material respect, or (iv) the company by which a selected employee is employed ceases to be a member of the Group or any entity in which the Group holds any equity interest, or (v) an order for the winding-up of our Company is made or a resolution is passed for the voluntary winding-up of our Company.

(h) Transfer restrictions

Any award made under the 2013 Share Award Scheme shall be personal to the selected employee to whom it is made and shall not be assignable and no selected employee shall in any way sell, transfer, assign, charge, mortgage, encumber or create any interests in favor of any other third party over or in relation to either the award referable to him pursuant to such award (regardless of whether it has been vested) or any beneficial interest therein.

(i) Termination

The 2013 Share Award Scheme will terminate on the earliest of (i) the end of February 21, 2023, being the day before the tenth anniversary of the adoption date, (ii) the date when an order for the winding up of our Company is made or a resolution is passed for the voluntary winding-up of our Company (otherwise than for the purposes of an amalgamation, reconstruction or scheme of arrangement), and (iii) such date of early termination as determined by the Board, unless terminated at an earlier date by our Board.

For the information regarding the outstanding share awards granted under the 2013 Share Award Scheme, please see the paragraph headed “– Outstanding share options, share awards and RSUs granted under the Equity Incentive Plans” below.

3. 2021 Share Incentive Plan

Summary

We adopted the 2021 Share Incentive Plan on November 15, 2021.

The Board or the Compensation Committee is permitted to make the necessary amendments to the 2021 Share Incentive Plan under the terms of such plan to comply with Chapter 17 of the Listing Rules. Pursuant to written resolutions of the Board passed on December 20, 2022, the Board has approved that such amendments will take effect immediately upon the Listing. The principal terms of the 2021 Share Incentive Plan, as amended, are as described below.

We have applied to the Stock Exchange for a waiver from strict compliance with Note (1) to Rule 17.03(9) of the Listing Rules, so that the Company may, after the Listing, continue to grant share options with exercise prices based on the market price of its ADSs as traded on the Nasdaq instead of the closing price of the Shares as stated in the Stock Exchange’s daily quotation sheet. Please see the paragraph headed “Waivers – Exercise Price of Options to be Granted Pursuant to the 2021 Share Incentive Plan after the Listing” for more information.

(a) *Purpose*

The purpose of the 2021 Share Incentive Plan is to promote the success and enhance the value of the Company by linking the personal interests of the directors and employees of the Group, and the service providers of the Group to those of the Shareholders and by providing such individuals with an incentive for outstanding performance to generate superior returns to the Shareholders. The 2021 Share Incentive Plan is further intended to provide flexibility to the Company in its ability to motivate, attract, and retain the services of the directors and employees of the Group, and the service providers of the Group upon whose judgment, interest and special effort the successful conduct of the Company's operation is largely dependent.

(b) *Selected Participants*

Any individual or entity, who is:

- (i) an employee (whether full-time or part-time), director or officer of any member of our Group, including persons who are granted awards under the 2021 Share Incentive Plan as an inducement to enter into employment contracts with any member of our Group;
- (ii) an employee (whether full-time or part-time), director or officer of: (i) a holding company; (ii) subsidiaries of the holding company other than members of our Group; or (iii) any company which is an associate of our Company;
- (iii) providing services to our Group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long term growth of our Group (the "**Service Provider Participants**"); or
- (iv) trusts or entities established in connection with any employee benefit plan of the Company (including the Plan) for the benefit of a participant

as determined by the Board or the its delegate(s) from time to time to be entitled to participate in the 2021 Share Incentive Plan.

In particular, Service Provider Participants include:

- (i) Professional consultancy firms or individuals with expertise in the technical services, hardware and components and other related services in cloud service industry, business expansion and development, national and international trade, human resources and regulatory affairs in the cloud service industry, who, or are anticipated to be going forward, a significant business partner, or otherwise significant to our Group's business, with reference to, among other metrics, research and development, development or manufacturing or distribution of products/services provided by our Group, or otherwise will

contribute significantly to the growth of our Group's financial or business performance, based on quantitative performance indicators to be determined by the Board or the Compensation Committee on a case-by-case basis. Such consultants may be able to collaborate with our Group on continuing or discrete consulting projects and may be remunerated with equity incentives to align the long-term interests of such consultants with our Group; and

- (ii) Consultants, such as professors, academics and reputable industry expert with distinguished backgrounds and expertise in technical services, hardware and components and other related services in cloud service industry, business expansion and development, national and international trade, human resources and regulatory affairs in the cloud service industry, who, or are anticipated to be going forward, a significant business partner, or otherwise significant to our Group's business, with reference to, among other metrics, research and development, development or manufacturing or distribution of products/services provided by our Group, or otherwise will contribute significantly to the growth of our Group's financial or business performance, based on quantitative performance indicators to be determined by the Administrator or the Compensation Committee on a case-by-case basis. Such consultants may be able to collaborate with our Group on continuing or discrete consulting projects and may be remunerated with equity incentives to align the long-term interests of such consultants with our Group.

However, no individual who is resident in a place where the grant, acceptance or exercise of options pursuant to the 2021 Share Incentive Plan is not permitted under the laws and regulations of such place or where, in the view of the Administrator or the Compensation Committee, compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual, is eligible to be offered or granted options. For the avoidance of doubt, placing agents or financial advisors providing advisory services for fundraising, mergers or acquisitions, or professional service providers such as auditors or valuers who provide assurance or are required to perform their services with impartiality and objectivity may not participate in the 2021 Share Incentive Plan.

In assessing whether the Service Provider Participants provides services to our Group on a continuing and recurring basis, the Board or the Compensation Committee shall take into consideration the length and type of services provided and the recurrences and regularity of such services, and will benchmark such metrics against the performance of the employees, officers and directors of our Group to whom our Group provides equity incentives, while taking into account the purpose of the 2021 Share Incentive Plan and the objectives in engaging the Service Provider Participants. Our Company will also take into consideration the remuneration packages of comparable peers for similar service providers, based on available information in the industry.

The Board considers that the eligibility of Service Providers to participate in the 2021 Share Incentive Plan is consistent with the purpose of the 2021 Share Incentive Plan, which enables our Group to preserve its cash resources and use share incentives to encourage persons outside of our Group to contribute to our Group and align the mutual interests of each party, as both our Company and the Service Provider Participants, by holding on to equity incentives, will mutually benefit from the long term growth of our Group.

(c) *Maximum Number of Shares*

Under the existing rules of the 2021 Share Incentive Plan, the current maximum aggregate number of Shares that we are authorized to issue pursuant to the Awards granted thereunder is 209,216,310. As of the Latest Practicable Date, the Company has only granted Awards in the form of restricted share units (“**RSUs**”) pursuant to the 2021 Share Incentive Plan representing a total of 108,169,365 Shares and no other forms of Awards (including share options) have been granted. The Company will not issue any further Awards pursuant to the 2021 Share Incentive Plan between the Latest Practicable Date (for the purpose of the final listing document) until the Listing.

Upon the Listing, (a) the total number of Shares which may be issued upon the exercise of all Awards that may be granted pursuant to the 2021 Share Incentive Plan and any other share award schemes of the Company in aggregate shall not exceed ten percent (10%) of the total number of Shares in issue immediately upon the Listing (the “**2021 Share Award Limit**”), being 380,528,480 Shares.

The total number of Shares which may be issued pursuant to awards to be granted to Service Provider Participants under this Scheme is 38,052,848 Shares, being not more than 1.0 percent (1.0%) of the total number of Shares in issue immediately upon the Listing (the “**Service Provider Sublimit**”).

The 2021 Share Award Limit and the Service Provider Sublimit may be refreshed from the later of three years after the adoption date of the 2021 Share Incentive Plan or three years after the date of the previous Shareholder approval for refreshment of the 2021 Share Award Limit or Service Provider Sublimit (as the case may be) by obtaining prior approval of our Shareholders in general meeting and/or such other requirements prescribed under the Listing Rules from time to time. However, the refreshed 2021 Share Award Limit cannot exceed ten percent (10%) of the Shares in issue as of the date of such approval. For the avoidance of doubt, awards previously granted under the 2021 Share Incentive Plan and any other share schemes of our Company (and to which provisions of Chapter 17 of the Listing Rules are applicable) (including those outstanding, canceled or lapsed in accordance with its terms or exercised), shall not be counted for the purpose of calculating the refreshed 2021 Share Award Limit.

(d) *Maximum entitlement of a grantee*

Unless approved by our Shareholders, the total number of Shares issued and to be issued upon the vesting or exercise of the Awards granted and to be granted under the 2021 Share Incentive Plan and any other share option scheme(s) of the Company to each selected participant (including all vested, exercised and outstanding Awards but excluding any Award lapsed in accordance with the Plan) in any 12-month period shall not exceed 1% of the total number of Shares in issue (the “**Individual Limit**”). Any further grant of Awards to a selected participant which would result in the aggregate number of Shares issued and to be issued upon exercise of all options granted and to be granted to such selected participant (including all vested, exercised and outstanding Awards) in the 12 month period up to and including the date of such further grant exceeding the Individual Limit shall be subject to separate approval of our Shareholders (with such selected participant and his associates abstaining from voting). For any options to be granted in such circumstances, the date of the Board meeting for proposing such further grant shall be the date of grant of such options for the purpose of calculating the exercise price of the options.

(e) *Plan Administration*

The 2021 Share Incentive Plan shall be administered by the Compensation Committee or one or more executive officers of the Company to whom the Board or the Compensation Committee may delegate the authority (the “**Administrator**”) to grant the Awards under the 2021 Share Incentive Plan to eligible participants. The Compensation Committee or delegated director as administrator determines, among other things, the participants eligible to receive the Awards, the number of Shares underlying the Awards to be granted to each eligible participant and the terms and conditions of each Award granted.

The Company may establish a trust and appoint a trustee to assist with the administration, exercise and vesting of the Awards granted under the 2021 Share Incentive Plan. The Company may, to the extent not prohibited by the applicable laws and the listing requirements of the applicable stock exchange or national market system on which the Shares are traded, (a) allot and issue Shares to the trustee to be held by the Trustee pending the vesting of the Awards granted and which will be used to satisfy RSUs being vested and/or share options being exercised; or (b) direct and procure the trustee to make on-market purchases of Shares or ADS to satisfy any RSUs upon vesting. The Company shall, to the extent permitted by the applicable laws, provide sufficient funds to the trustee by whatever means as the Board may in its absolute discretion determine to enable the trustee to satisfy its obligations in connection with the administration, vesting and exercise of Awards. If a trustee is appointed, the terms of the trust deed shall provide that the trustee shall not exercise the voting rights attached to the Shares allotted and issued to the trustee and/or acquired by the trustee through on-market purchases for

the purpose of the 2021 Share Incentive Plan before such Shares are transferred to the participants upon vesting or exercise of the Awards, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such direction is given.

(f) Performance target

As a condition to the issuance of Shares under an Award and unless otherwise determined by the Administrator, the participant shall have achieved applicable performance targets prior to the date of such exercise, if applicable. The performance targets attached to the relevant grants that may be used by the Board or the Compensation Committee in granting Awards shall include growth in earnings per share, growth in adjusted book value and return on equity or any other criteria as determined by the Board or the Compensation Committee, from time to time.

(g) Grant of Awards to Directors, chief executive or substantial Shareholders of the Company

Each grant of Awards to any Director, chief executive or substantial Shareholder of our Company (or any of their respective associates) must first be approved by the Compensation Committee (excluding any member who is a proposed recipient of the grant of the award) and the independent non-executive Directors (excluding any independent non-executive Director who is a proposed recipient of the grant of options).

In addition,

- (i) where any grant of awards (excluding grant of options) to any Director (other than an independent non-executive Director) or chief executive of the Company would result in the Shares issued and to be issued in respect of all awards granted (excluding any awards lapsed in accordance with the terms of the 2021 Share Incentive Plan) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue at the date of such grant; or
- (ii) where any grant of awards to an independent non-executive Director or substantial Shareholder of the Company (or any of their respective associates) would result in the number of Shares issued and to be issued upon exercise of all awards already granted (excluding any awards lapsed in accordance with the terms of the 2021 Share Incentive Plan) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% (or such higher percentage as may from time to time be specified by the Stock Exchange) of the Shares in issue,

such further grant of Awards must be approved by the Shareholders in general meeting in the manner required, and subject to the requirements set out in, the Listing Rules.

(h) Awards

The Administrator is authorized under the 2021 Share Incentive Plan to award any type of arrangement to an eligible person that is not inconsistent with the provisions of the 2021 Share Incentive Plan and applicable laws and that by its terms involve or might involve the issuance of (i) RSUs, (ii) share options with an exercise price of no less than the fair market value of the Shares, which, only with respect to the Awards granted prior to the Listing, may be amended or adjusted in the absolute discretion of the Administrator, or (iii) other types of shares or other types of awards or benefits authorized to be granted under the 2021 Share Incentive Plan (the “**Award(s)**”).

Each Award shall be designated in an award agreement between the participant and the Company (the “**Award Agreement**”). Each Award shall be subject to all applicable terms and conditions of the 2021 Share Incentive Plan and set forth the terms, conditions and limitations for each Award, which may include the term of the Award, and the provisions applicable in the event of termination of services of the grantee.

(i) Terms and Conditions of the 2021 Share Incentive Plan

Unless terminated earlier, the 2021 Share Incentive Plan has a term of ten years (“**Scheme Period**”). In general, the Administrator determines the vesting schedule, which is specified in the relevant Award Agreement. The Award Agreement shall set forth the provisions, terms, and conditions of each Award including, but not limited to, the types of Awards, Award vesting schedule, number of Awards to be granted and the number of Shares to be covered by the Awards, the exercise price, any restrictions or limitations on the Award and the term of each Award. Unless otherwise determined by the Administrator, the participant shall have achieved applicable performance targets prior to the date of such exercise, if applicable, as a condition to the issuance of Shares underlying an Award.

The Awards to be issued to any participant under the 2021 Share Incentive Plan shall be subject to the vesting schedule as specified in the Award Agreement. The vesting period of any Award granted under the 2021 Share Incentive Plan should not be less than 12 months, unless a shorter vesting period is approved by the Board and the applicable requirements under Rule 23.03F of Chapter 17 of the Listing Rules are complied with. Specific circumstances where Awards may be granted with a shorter period include:

- (i) Grants of “make-whole” Awards to new joiners to replace the share awards they forfeited when leaving the previous employer, where the shorter vesting period shall reflect the remainder of the vesting period on the forfeited awards that was left to run;
- (ii) Awards to a participant whose employment is terminated due to death or disability or occurrence of any out of control event where the vesting of Awards may accelerate;

- (iii) Awards with performance-based vesting conditions in lieu of time-based vesting criteria;
- (iv) Awards that are made in batches during a year for administrative and compliance reasons. This may include Awards that should have been granted earlier but had to wait for a subsequent batch, in order to reflect the time from which an Award would have been granted;
- (v) Awards that are granted based on commended performance of a participant during the past 12 months as appraised by the human resources department of the Company or the executives as designated by the Compensation Committee as justifiable to have receive additional Awards with shorter vesting period for retention purpose; and
- (vi) Awards with a mixed or accelerated vesting schedule such as where the Awards may vest evenly over a period of 12 months.

The Directors (including the Compensation Committee) are of the view that such vesting period is in line with the requirements under the Listing Rules, market practice, and gives our Company flexibility to reward exceptional performers with accelerated vesting or in exceptional circumstances where justified, which is in line with the purpose of the 2021 Share Incentive Plan. If the vesting date is not a Business Day, the vesting date shall, subject to any trading halt or suspension in the Shares, be the Business Day immediately thereafter.

Subject to all applicable laws, the Board may (i) at any time with the consent of and on such terms as may be agreed with the relevant participant or (ii) in the event of serious misconduct of the participant, any material misstatement in the Company's financial statements or other special circumstances as the Company deems appropriate, cancel the Awards granted.

Unless otherwise determined by the Administrator and provided in the Award Agreement, an Award shall not be sold, pledged, assigned, hypothecated, transferred, or disposed of in any manner (whether by operation of law or otherwise) prior to the Listing. After the Listing, Awards granted under the 2021 Share Incentive Plan must be personal to the respective participant. No Awards may be transferred or assigned unless in accordance with a waiver is granted by the Stock Exchange to allow a transfer to a vehicle (such as a trust or a private company) for the benefit of the participant and any family members of such participant (e.g., for estate planning or tax planning purposes) that would continue to meet the purpose of the scheme and comply with other requirements of this chapter, provided that the beneficiaries of such a trust or the ultimate beneficial owners of the other transferee vehicles are disclosed as required by the Stock Exchange to the Company. However, upon the Listing, any share options granted under the 2021 Share Incentive Plan must be personal and no share options may be transferred or assigned.

(j) *Clawback*

In the event that:

- (i) a grantee ceases to be a selected participant by reason of (i) the termination of his/her employment or contractual engagement with the Group for cause or without notice, (ii) termination of his/her employment or contractual engagement with the Group as a result of he/she having been convicted of a criminal offence involving his/her integrity or honesty, (iii) termination of his/her employment or contractual engagement with the Group as a result of he/she having received a regulatory or administrative penalty by a competent authority; or
- (ii) in the reasonable opinion of the Board, a grantee has engaged in serious misconduct or breaches the terms of this Plan in any material respect,

then the Board may make a determination at its absolute discretion that: (A) any Awards issued but not yet exercised shall immediately lapse, regardless of whether such Awards have vested or not, and (B) with respect to any Shares issued to the grantee pursuant to any awards granted under the 2021 Share Incentive Plan, the grantee shall be required to transfer back to the Company or its nominee (1) the equivalent number of Shares, (2) an amount in cash equal to the market value of such Shares, or (3) a combination of (1) and (2). The Directors are of the view that such clawback mechanism provides an option for our Company to clawback the equity incentives granted to Selected Participants culpable of misconduct and is in line with the purpose of the Scheme and the interests of Shareholders.

(k) *Terms and Conditions of Share Options*

The share options may not be exercised until vested pursuant to the applicable Award Agreement. The Administrator shall determine the time or times at which a share option may be exercised in whole or in part, including exercise prior to vesting; provided that the term of any share option granted under the 2021 Share Incentive Plan shall not exceed ten (10) years from the date of grant. A share option shall lapse automatically (to the extent not already exercised or lapsed) on the expiry of such term. The Administrator shall also determine any conditions, if any, that must be satisfied before all or part of a share option may be exercised. Once vested, the vested portion of the share option may be exercised in whole or in any part, at any time, subject to the terms of the 2021 Share Incentive Plan and the Award Agreement.

The Board or the Administrator determines the exercise price for each share option. In any event, the exercise price of the share option shall not be lower than the fair market value per share on the date of grant, which upon the Listing, shall not be less than the highest of (a) the closing price of the Shares or the per-Share closing price of ADSs on the date of grant as stated in the daily quotations sheet of the Stock Exchange or Nasdaq (as the case may be); or (b) the average closing price of the Shares or per-Share closing price of the ADSs as stated in the daily quotations sheet of the Stock Exchange or Nasdaq (as the case may be) for the five (5) business days immediately preceding the date of grant.

(l) Terms and Conditions of RSUs

The Shares underlying any RSUs granted may not be issued until vested pursuant to the applicable Award Agreement. The Administrator shall determine the time or times at which an RSU may vest in whole or in part. The Administrator shall also determine any conditions, if any, that must be satisfied before all or part of an RSU shall vest.

Once vested, the Shares underlying the vested portion of the RSUs shall be issued to the participant, subject to the terms of the 2021 Share Incentive Plan and the provisions of the Award Agreement.

Except as otherwise determined by the Administrator at the time of the grant of the Award or thereafter, upon termination of the participant's continuous service, any unvested portion of the RSUs shall automatically lapse.

(m) Awards granted to connected persons

The grant of any Awards after the Listing to connected persons shall be subject to all applicable rules and requirements under Chapter 14A and Chapter 17 of the Listing Rules.

In particular, the grant of any share options after the Listing to a Director, Chief Executive Officer or Substantial Shareholder, or any of their respective associates shall be approved by the independent non-executive Directors (excluding any director who is the participant of the Awards in any event) in accordance with Chapter 17 of the Listing Rules.

(n) Voting and dividend rights

Until the Shares are issued pursuant to the Awards, no right to vote or receive dividends or any other rights as a Shareholder shall exist with respect to the Shares.

(o) Amendment and termination

Prior to the Listing, the Administrator may at any time amend, suspend or terminate the 2021 Share Incentive Plan (including without limitation, amendments in order to comply with changes in legal or regulatory requirements and amendments in order to waive any restrictions, imposed by the provisions of the 2021 Share Incentive Plan, which are not provided for in Chapter 17 of the Listing Rules), subject to any requirement of the applicable law. Upon the Listing, (i) any alternations made to the terms and conditions of the 2021 Share Incentive Plan relating to share options which are of a material nature, or made to the provisions of the 2021 Share Incentive Plan relating to the matters set out in Rule 17.03 of the Listing Rules to the advantage of the participants, or (ii) any change to the authority of the Board or the Administrator in relation to any alteration of the terms of the 2021 Share Incentive Plan, shall not be made, in either case, without the prior

approval of the Shareholders in general meeting. Any change to the terms of the Awards granted to a participant (including a Director, Chief Executive Officer or Substantial Shareholder, or any of their respective associates) must be approved by the Board, the Committee, the independent non-executive Directors and/or the Shareholders (as the case may be) making the initial grant, except where the alterations take effect automatically under the existing terms of the 2021 Share Incentive Plan. The Board's determination as to whether any proposed alteration to the terms and conditions of the Plan is material shall be conclusive.

The 2021 Share Incentive Plan shall terminate on the earlier of (a) the expiry of the Scheme Period; and (b) such date of early termination as determined by the Board, following which no further awards will be offered or granted thereunder, provided that notwithstanding such termination, the 2021 Share Incentive Plan and rules thereof shall continue to be valid and effective to the extent necessary to give effect to the vesting and exercise of any awards granted prior to the termination of the 2021 Share Incentive Plan and such termination shall not affect any subsisting rights already granted to any grantee thereunder. Awards complying with the provisions of Chapter 17 of the Listing Rules which are granted during the life of the 2021 Share Incentive Plan and remaining unexercised and unexpired immediately prior to the termination of the operation of the 2021 Share Incentive Plan shall continue to be valid and exercisable in accordance with their terms of issue after the termination of the 2021 Share Incentive Plan.

(p) Alterations in the capital structure of the Company

In the event of any alteration in the capital structure of the Company by way of capitalisation of profits or reserves, rights issue, subdivision or consolidation of Shares or reduction of the share capital of the Company (other than any alteration in the capital structure of the Company as a result of an issue of Shares as consideration in a transaction to which the Company is a party) after the adoption date, the Board or the committee of the Board or person(s) to which the Board has delegated its authority (as applicable) shall make such corresponding adjustments, if any, as it in its discretion may deem appropriate to reflect such change with respect to:

- (i) the number of Shares comprising the 2021 Share Award Limit or Service Provider Sublimit, provided that in the event of any Share subdivision or consolidation the 2021 Share Award Limit and Service Provider Sublimit as a percentage of the total issued Shares of the Company at the date immediately before any consolidation or subdivision shall be the same on the date immediately after such consolidation or subdivision;
- (ii) the number of Shares comprised in each award to the extent any award has not been exercised;
- (iii) the Exercise Price of any option or issue price of any share award,

or any combination thereof, as the auditors or a financial advisor engaged by our Company for such purpose have certified satisfy the relevant requirements of the Listing Rules and are, in their opinion, fair and reasonable either generally or as regards any particular grantee, provided always that (i) any such adjustments should give each grantee the same proportion of the equity capital of the Company, rounded to the nearest whole Share, as that to which that grantee was previously entitled prior to such adjustments, and (ii) no such adjustments shall be made which would result in a Share being issued at less than its nominal value. The capacity of the auditors or financial advisor (as the case may be) is that of experts and not of arbitrators and their certification shall, in the absence of manifest error, be final and binding on the Company and the grantees.

(q) Inside Information

We will not grant any Awards after inside information has come to our knowledge until (and including) the trading day after it has announced the information.

In addition, we will not grant any Award during the period commencing one month immediately before the earlier of (i) the date of the Board meeting (or such date is first notified to the Stock Exchange under the Listing Rules) for approving our Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); or (ii) the deadline for our Company to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcement. No Awards will be granted by our Company during any period of delay in publishing a results announcement.

Furthermore, no Awards shall be granted (i) during the period of 60 days immediately preceding the publication date of the annual results of our Company or if shorter, the period from the end of the relevant financial year up to the publication date of such results; and (ii) during the period of 30 days immediately preceding the publication date of the half-year results of our Company or if shorter, the period from the end of the relevant half-year period up to the publication date of such results. Subject to the Company's insider trading policy, as amended from time to time, any employee, executive officer or Director who possesses material inside information should not engage in any dealing in Shares until the start of the next trading day after the information has been publicly released.

For the information regarding outstanding RSUs granted under the 2021 Share Incentive Plan, please see the paragraph headed “– Outstanding share options, share awards and RSUs granted under the Equity Incentive Plans” below.

4. Outstanding share options, share awards and RSUs granted under the Equity Incentive Plans

As of the Latest Practicable Date, (i) the number of underlying Shares pursuant to the outstanding share options granted under the 2013 Share Option Scheme amounted to 39,607,694 Shares; (ii) the number of underlying Shares pursuant to the outstanding share awards granted under the 2013 Share Award Scheme amounted to 51,846,479 Shares; and (iii) the number of underlying Shares pursuant to the outstanding RSUs granted under the 2021 Share Incentive Plan amounted to 77,634,924 Shares, representing approximately 1.02%, 1.36% and 2.04%, respectively of the issued Shares immediately following the completion of the Introduction (assuming no further Shares are issued under the Equity Incentive Plans). No share option has been granted under the 2021 Share Incentive Plan as of the Latest Practicable Date.

As of the Latest Practicable Date, among the 39,607,694 outstanding share options granted under the 2013 Share Option Scheme, 26,806,390 had vested and 12,800,180 remained unvested.

As of the Latest Practicable Date, we had conditionally granted (i) share options to 1,027 participants under the 2013 Share Option Scheme; (ii) share awards to 532 participants under the 2013 Share Award Scheme; and (iii) RSUs to 334 participants, respectively, under the 2021 Share Incentive Plan.

Assuming full vesting and exercise of all outstanding share options granted under the 2013 Share Option Scheme, the shareholding of our Shareholders immediately following completion of the Introduction (assuming no further Shares are issued under the Equity Incentive Plans), will be diluted by approximately 1.03%. The dilution effect on our earnings per Share would be approximately 1.03%.

Assuming full vesting and exercise of all outstanding share awards granted under the 2013 Share Award Scheme, the shareholding of our Shareholders immediately following completion of the Introduction (assuming no further Shares are issued under the Equity Incentive Plans), will be diluted by approximately 1.34%. The dilution effect on our earnings per Share would be approximately 1.34%.

Assuming full vesting and exercise of all outstanding RSUs granted under the 2021 Share Incentive Plan, the shareholding of our Shareholders immediately following completion of the Introduction (assuming no further Shares are issued under the Equity Incentive Plans), will be diluted by approximately 2.00%. The dilution effect on our earnings per Share would be approximately 2.00%.

Upon the Listing, the Company may grant Awards representing a total of 380,528,480 Shares pursuant to the 2021 Share Incentive Plan. Assuming the Company grants Awards representing all such Shares and assuming full vesting and exercise of all such Awards, the shareholding of our Shareholders immediately following completion of the Introduction will be diluted by approximately 9.09%. The dilution effect on our earnings per Share would be approximately 9.09%.

Below is a list of the grantees of the outstanding share options under the 2013 Share Option Scheme. Other than Mr. Wang Yulin, our former director who resigned in August 2022 (where the share options granted to him under the 2013 Share Option Scheme had been fully vested and exercised as of the Latest Practicable Date) and Mr. He Haijian, our executive Director and chief financial officer, none of the grantees under the 2013 Share Option Scheme is a connected person of the Company.

Name	Address	Date of grant ⁽¹⁾	Expiry date	Vesting period ⁽²⁾	Exercise price per Share (US\$)	Number of Shares underlying the outstanding options	Approximate % of issued shares immediately after completion of the Introduction ⁽³⁾
Director and senior management							
He Haijian	Flat 5B, Crescent II, The Hillgrove, 9 Tsing Fat Lane, Siu Lam, Hong Kong	March 5, 2021	March 5, 2031	Vested upon grant	0.07422	15,482	0.00%
Liang Shouxing	Room 709, Block 6, Jiahui Garden, No. 18, Nanyuan Road, Taijiang District, Fuzhou City, Fujian Province, PRC	February 15, 2016	February 15, 2026	5 years	0.07422	840,000	0.02%
Liu Tao	No. 19, Funan Road, Luyang District, Hefei City, Anhui Province, PRC	February 15, 2016	February 15, 2026	5 years	0.07422	1,800,000	0.05%

Name	Address	Date of grant ⁽¹⁾	Expiry date	Vesting period ⁽²⁾	Exercise price per Share (US\$)	Number of Shares underlying the outstanding options	Approximate % of issued shares immediately after completion of the Introduction ⁽³⁾
Tian Kaiyan	Room 2001, Building 1, Jiutai 2000 Jiayuan, No. 56, Anli Road, Chaoyang District, Beijing, PRC	April 15, 2018	April 15, 2028	5 years	0.07422	1,200,000	0.03%
Qian Yifeng	Room 1802, Unit 2, 18th Floor, Building 1, District 3, Xuefushujiayuan, Haidian District, Beijing, PRC	April 16, 2015	April 16, 2025	5 years	0.07422	2,000,000	0.05%
Subtotal						<u>5,855,482</u>	<u>0.15%</u>
Other employees							
350 grantees	N/A	From November 20, 2013 to July 15, 2022	From November 20, 2023 to July 15, 2032	Vested upon grant to 5 years	0.07422	33,752,212	0.89%
Total						<u><u>39,607,694</u></u>	<u><u>1.04%</u></u>

Notes:

- (1) No consideration has been paid for the grant of share options under the 2013 Share Option Scheme.
- (2) The exercise period of the share options granted shall commence from the date on which the relevant share options become vested and end on the expiry date, subject to the terms of the relevant 2013 Share Option Scheme and the share option award agreement signed by the grantee.
- (3) The calculation is made assuming no further Shares are issued under the Equity Incentive Plans.

Below is a list of the grantees of the outstanding RSUs under the 2013 Share Award Scheme and the 2021 Share Incentive Plan as of the Latest Practicable Date. Other than Mr. He Haijian, an executive Director and the chief financial officer of our Company, none of the grantees under the 2013 Share Award Scheme and 2021 Share Incentive Plan is a connected person of the Company.

Grantees	Date of grant	Vesting period	Number of Shares underlying the outstanding RSUs	Approximate % of issued shares immediately after completion of the Introduction
Director and Senior Management				
He Haijian	February 8, 2020 June 15, 2020 December 8, 2022	2-5 years	7,120,000	0.19%
Liang Shouxing	November 29, 2017 May 23, 2019 December 5, 2019	5 years	3,160,000	0.08%
Liu Tao	May 23, 2019 December 5, 2019	5 years	2,860,000	0.08%
Tian Kaiyan	December 5, 2019	5 years	512,000	0.01%
Qian Yifeng	May 23, 2019 December 5, 2019	5 years	3,060,000	0.08%
Subtotal	From November 29, 2017 to December 8, 2022	2-5 years	16,712,000	0.44%
Other employees				
<i>Under 2013 Share Award Scheme</i>				
377	From May 23, 2019 to July 15, 2022	5 years	35,134,479	0.92%
<i>Under 2021 Share Incentive Plan</i>				
254	From January 24, 2022 to November 23, 2022	5 years	77,634,924	2.04%
Subtotal	From May 23, 2019 to November 23, 2022	5 years	112,769,403	2.96%
Total			<u>129,481,403</u>	<u>3.40%</u>

An application has been made to the Listing Committee of the Stock Exchange for listing of and permission to deal in the Shares which may be issued pursuant to the Equity Incentive Plans.

E. OTHER INFORMATION**1. Estate Duty**

Our Directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiaries.

2. Litigation

Save as disclosed in this listing document and so far as our Directors are aware, no litigation or claim of material importance is pending or threatened against any member of our Group.

3. Joint Sponsors

The Joint Sponsors satisfy the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. Each Joint Sponsor will receive a fee of US\$500,000 for acting as the sponsor for the Listing and the Company further agrees that it may pay each of the Joint Sponsors an additional fee within the range of US\$0 to US\$1,000,000 at the Company's sole discretion taking into consideration, among other things, the contribution and work performed by such Joint Sponsor(s).

4. Consents of Experts

The following experts have each given and have not withdrawn their respective written consents to the issue of this listing document with copies of their reports, letters, opinions or summaries of opinions (as the case may be) and the references to their names included herein in the form and context in which they are respectively included.

Name	Qualification
J.P. Morgan Securities (Far East) Limited	A licensed corporation to conduct type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities as defined under the SFO
UBS Securities Hong Kong Limited	A licensed corporation under the SFO to conduct type 1 (dealing in securities), type 2 (dealing in future contracts), type 6 (advising on corporate finance) and type 7 (providing automated trading services) regulated activities as defined under the SFO
China International Capital Corporation Hong Kong Securities Limited	A licensed corporation under the SFO to conduct type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 5 (advising on futures contracts) and type 6 (advising on corporate finance) regulated activities as defined under the SFO

Name	Qualification
Fangda Partners	Legal advisers to our Company as to PRC law
Maples and Calder (Hong Kong) LLP	Legal advisers to our Company as to Cayman Islands law
Ernst & Young	Certified Public Accountants under Professional Accountants Ordinance (Cap. 50) Registered Public Interest Entity Auditor under Financial Reporting Council Ordinance (Cap. 588)
Frost & Sullivan	Industry Consultant

As of the Latest Practicable Date, none of the experts named above had any shareholding interest in our Company or any of our subsidiaries and Consolidated Affiliated Entity or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

5. Bilingual Listing Document

The English language and Chinese language versions of this listing document are being published separately.

6. Preliminary Expenses

The Company did not incur any material preliminary expenses.

7. Financial Advisors

We have appointed Merrill Lynch (Asia Pacific) Limited, CMB International Capital Limited and ICBC International Capital Limited as our Financial Advisors to provide financial advice and other assistance in connection with the Listing, including but not limited to advising the Company on the strategy for investor outreach and communication in connection with the Introduction.

8. Other Disclaimers

(a) Save as disclosed in this listing document, within the two years immediately preceding the date of this listing document:

- (i) no share or loan capital or debenture of our Company or any of our subsidiaries has been issued or agreed to be issued or is proposed to be issued for cash or shares as fully or partly paid otherwise than in cash;

- (ii) no commissions, discounts, brokerages or other special terms have been granted, have been paid or are payable in connection with the issue or sale of any share or loan capital of our Company or any of its subsidiaries by our Company for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any shares in or debentures of our Company or any of our subsidiaries; and
 - (iii) taking no account of any Shares which may be allotted and issued pursuant to the Equity Incentive Plans, so far as is known to any Director or chief executive of the Company, no other person (other than a Director or chief executive of the Company) will, immediately following completion of the Introduction (without taking into account outstanding options under the Equity Incentive Plans), have interests or short positions in the Shares and underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or (not being a member of the Group), be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.
- (b) Save as disclosed in this listing document:
- (i) we do not have any promoter and no cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the Introduction and the related transactions described in this listing document within the two years immediately preceding the date of this listing document;
 - (ii) there are no founder, management or deferred shares nor any debentures in our Company or any of our subsidiaries;
 - (iii) no share or loan capital or debenture of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
 - (iv) there is no arrangement under which future dividends are waived or agreed to be waived;
 - (v) our Company has no outstanding convertible debt securities or debentures;
 - (vi) we do not have any issued and outstanding, authorized or otherwise created but unissued debt securities or term loans;
 - (vii) there are no contracts for hire or purchase of plant to or by us for a period of over one year which are substantial in relation to our business; and
 - (viii) none of the Directors are materially interested in any contract or arrangement subsisting at the date of this listing document which is significant in relation to the business of the Group.